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Oggetto : Press release Gruppo Unipol - Unipol Gruppo S.
p.A. has reached 95% of the share capital of
UnipolSai Assicurazioni S.p.A.

Testo del comunicato

Vedi allegato

THE RELEASE, PUBLICATION OR DISTRIBUTION OF THIS NOTICE IS NOT PERMITTED IN ANY COUNTRY WHERE SUCH NOTICE WOULD VIOLATE THE RELEVANT APPLICABLE REGULATION

VOLUNTARY TENDER OFFER FOR ALL THE ORDINARY SHARES OF UNIPOLSAI ASSICURAZIONI S.P.A. LAUNCHED BY UNIPOL GRUPPO S.P.A.

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Obligation to Purchase pursuant to Article 108, paragraph 2, of the Consolidated Law on Finance on the Remaining Shares of UnipolSai Assicurazioni S.p.A.

Unipol Gruppo S.p.A. has reached 95% of the share capital of UnipolSai Assicurazioni S.p.A.

Bologna, 6 June 2024 – With reference to the voluntary public tender offer (the “Offer”) launched by Unipol Gruppo S.p.A. (the “Offeror” or “Unipol”), pursuant to Article 102 of the TUF, as subsequently amended and integrated, on all the ordinary shares (the “Shares”) of UnipolSai Assicurazioni S.p.A. (“UnipolSai” or the “Issuer”), other than those already held, directly and indirectly, by the Offeror and the Treasury Shares held, directly and indirectly, by UnipolSai, the Offeror hereby announces that, as a result of the Requests for Sale relating to the Remaining Shares delivered today in the context of the Sell-Out Procedure, the threshold of 95% of the share capital of the Issuer relevant, *inter alia*, for the purposes of the Right to Purchase has been crossed.

Unless otherwise defined in this press release, the capitalized terms shall have the meaning ascribed to them under the offer document approved by Consob with resolution No. 23052 of 27 March 2024 and published on 5 April 2024 (the “Offer Document”), or in the press release issued on 31 May 2024 by which the Offeror announced the consideration, terms and conditions for the fulfilment of the Obligation to Purchase pursuant to Article 108, paragraph 2, of the Consolidated Law on Finance through the Sell-Out Procedure (the “Press Release of 31 May 2024”). The Offer Document, the Press Release of 31 May 2024 and any other press release issued by the Offeror in relation to the Offer are available, *inter alia*, on the Offeror’s website.

In particular, based on the information provided by Equita SIM S.p.A., as Intermediary in Charge of Coordinating the Collection of Acceptances, in the context of the Sell-Out Procedure Requests for Sale were submitted, on the date hereof, for No. 2,875,876 Remaining Shares which - added to the No. 2,685,866,801 Shares already directly and indirectly held by the Offeror prior to the commencement of the procedure, including the No. 179,631 Treasury Shares held, directly and indirectly, by the Issuer on the date hereof (which - for the purpose of calculating the stake pursuant to Art. 108, paragraph 1, of the TUF - must be added to the shareholding of the Offeror (numerator) without being deducted

from the share capital of the Issuer (denominator)) ⁽¹⁾ - the Offeror will come to hold a total No. 2,688,742,677 Shares, equal to 95.018% of the UnipolSai's share capital.

In light of the above, the requirements for the exercise of the Right to Purchase and the Obligation to Purchase pursuant to Article 108, paragraph 1, of the Consolidated Law on Finance have been met.

Accordingly, following the conclusion of the current Sell-Out Procedure, which will terminate on 21 June 2024 and whose payment date will be on 28 June 2024, the Offeror will implement the Joint Procedure in connection with any Remaining Shares still outstanding on the Sell-Out Payment Date. The terms of the Joint Procedure will be agreed with Consob and Borsa Italiana pursuant to Article 50-*quinquies*, paragraph 1, second sentence, of the Issuers' Regulation and which will cause in the transfer to the Offeror of title to such Shares.

For further information on the current Sell-Out Procedure, as well as on the future Joint Procedure, please refer to what has already been indicated in the Press Release of 31 May 2024. As stated therein, the Offeror will issue a press release on the provisional results of the Sell-Out Procedure in accordance with the law, by which it will be provided information on: (i) the amount of the Shares targeted by the Joint Procedure (as a number of Shares and as a percentage); (ii) the modalities and the terms of the Joint Procedure; and (iii) the procedure and the timing for the Delisting. This information will then be confirmed in the press release on the final results of the Sell-Out Procedure, which will be issued by 7:29 a.m. on 27 June 2024.

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For detailed information on the Offer, please refer to the Offer Document, which is available to the public for consultation:

- (i) at the Offeror's registered office in Bologna, Via Stalingrado 45;
- (ii) at the Issuer's registered office in Bologna, Via Stalingrado 45;
- (iii) at the registered office of the intermediary in charge of coordinating the collection of acceptances (*i.e.* Equita SIM S.p.A.) and of the appointed intermediaries;
- (iv) at the registered office of the appointed intermediaries;
- (v) on the Offeror's *website* www.unipol.it;
- (vi) on the Issuer's *website* www.unipolsai.com;

¹ As indicated in the Press Release of 31 May 2024, the maximum number of Remaining Shares may vary upwards up to No. 143,855,193 Shares, equal to 5.084% of the Issuer's share capital, if, during the execution of the Obligation to Purchase pursuant to Article 108, paragraph 2, of the Consolidated Law on Finance, up to a maximum of 4,622 UnipolSai Shares are allocated to execute the 2019-2021 Remuneration Plans and the 2022-2024 Remuneration Plans (as approved by UnipolSai Investimenti SGR S.p.A.).

- (vii) on the website of the global information agent of the Offer www.morrowsodali-transactions.com.

The Offer is launched in Italy, since the Shares are listed on Euronext Milan, organised and managed by Borsa Italiana S.p.A., and it is addressed, without discrimination and on equal terms, to all shareholders of the Issuer.

*The Offer is not promoted or disclosed, directly or indirectly, in the United States of America, Australia, Canada, Japan or in any other Country in which the Offer is not permitted in the absence of authorisation by the competent local authorities or is in breach of rules or regulations (the “**Other Countries**”), nor by using any means of communication or international commerce (including, without limitation, the postal network, fax, telex, e-mail, telephone and internet) of the United States of America, Australia, Canada, Japan or of the Other Countries or any facility of any kind of the financial intermediaries of the United States of America, Australia, Canada, Japan or the Other Countries, or in any other manner.*

Copy of this press release, or any part thereof, as well as a copy of any document relating to the Offer (including the Offer Document), are not and shall not be sent, nor in any way transmitted, or in any way distributed, directly or indirectly, in the United States of America, in Australia, in Canada, in Japan or in the Other Countries. No person receiving the above documents shall distribute, send or dispatch them (either by post or by any other means or instrument of communication or international commerce) in the United States of America, Australia, Canada, Japan or the Other Countries.

*This press release is accessible in or from the United Kingdom only: (i) by persons who have professional investment experience falling within Section 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as subsequently amended (the “**Order**”) or (ii) by high net worth companies and other persons to whom the press release may lawfully be transmitted to, as they fall within Section 49(2), subparagraphs (a) through (d), of the Order (all such persons are jointly referred to as “**Relevant Persons**”). The financial instruments referred to in this press release are available only to the Relevant Persons (and any invitation, offer, agreement to subscribe, purchase or otherwise acquire such financial instruments shall be addressed only to such Relevant Persons). Any person who is not a Relevant Person should not act or rely on this document or its contents.*

This press release, as well as any other document relating to the Offer (including the Offer Document) do not constitute and shall not be construed as an offer of financial instruments addressed to persons domiciled and/or resident in the United States of America, Canada, Japan, Australia or in the Other Countries. No instrument may be offered or sold in the United States of America, Australia, Canada, Japan or in the Other Countries without specific authorisation in accordance with the applicable provisions of the local laws of such Countries or of the Other Countries or waiver of such provisions.

Acceptance to the Offer by persons residing in countries other than Italy may be subject to specific obligations or restrictions provided for by laws or regulations. It is the sole responsibility of the addressees of the Offer to comply with such provisions and, therefore, before accepting the Offer, to verify their existence and applicability by contacting their consultants. Any acceptance of the Offer resulting from solicitation activities carried out in breach of the above limitations shall not be accepted.

Unipol Gruppo

Unipol is one of the biggest insurance groups in Europe and the leading company in Italy in the non-life insurance sector, (especially in the MV and health businesses), with total premiums of €15.1bn, of which €8.7bn in non-life and €6.4bn in life (2023 figures). Unipol adopts an integrated offer strategy and covers the entire range of insurance products, operating primarily through the subsidiary UnipolSai Assicurazioni. The Group is also active in direct MV insurance (Linear Assicurazioni), transport and aviation insurance (Siat), health insurance (UniSalute) and supplementary pensions and covers the bancassurance channel (Arca Vita and Arca Assicurazioni). It also manages significant diversified assets in the property, hotel (Gruppo UNA), medical-healthcare (Centro Medico Santagostino) and agricultural (Tenute del Cerro) sectors. Unipol Gruppo S.p.A. is listed on the Italian Stock Exchange.

Unipol Gruppo

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